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Counsel to the Debtors and  
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

- - - - -	x	:	
		:	
In re:		:	Chapter 11
		:	
CIRCUIT CITY STORES, INC.,		:	Case No. 08-35653 (KRH)
<u>et al.</u> ,		:	
		:	
Debtors.		:	Jointly Administered
- - - - -	x		

ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS 105 AND 365  
MODIFYING ORDER UNDER BANKRUPTCY CODE SECTIONS 105, 363,  
AND 365 (I) APPROVING BIDDING AND AUCTION PROCEDURES FOR  
SALE OF UNEXPIRED NONRESIDENTIAL REAL PROPERTY LEASES,  
(II) SETTING SALE HEARING DATES AND (III) AUTHORIZING AND  
APPROVING (A) SALE OF CERTAIN UNEXPIRED NONRESIDENTIAL  
REAL PROPERTY LEASES FREE AND CLEAR OF ALL INTERESTS, (B)  
ASSUMPTION AND ASSIGNMENT OF CERTAIN UNEXPIRED  
NONRESIDENTIAL REAL PROPERTY LEASES AND (C) LEASE  
REJECTION PROCEDURES AUTHORIZING REJECTION OF CERTAIN  
UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY AND  
ABANDONMENT OF PERSONAL PROPERTY

Upon the motion (the "Motion")<sup>1</sup> of the Debtors for entry of an order to modify the order (the "Bidding and Rejection Procedures Order") dated February 19, 2009, under Bankruptcy Code sections 105, 363, and 365 (I) Approving Bidding and Auction Procedures for Sale of Unexpired Nonresidential Real Property Leases, (II) Setting Sale Hearing Dates and (III) Authorizing and Approving (A) Sale of Certain Unexpired Nonresidential Real Property Leases Free and Clear of All Interests, (B) Assumption and Assignment of Certain Unexpired Nonresidential Real Property Leases and (C) Lease Rejection Procedures Authorizing Rejection of Certain Unexpired Leases of Nonresidential Real Property and Abandonment of Personal Property; and the Court having reviewed the Motion; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and

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<sup>1</sup> Each capitalized term not otherwise defined herein shall have the meaning ascribed to it in the Motion.

upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED, AND DECREED that:**

1. The Motion is GRANTED.
2. The Leases, as set forth on Exhibit A hereto, will be exempted from the March 31, 2009 Automatic Rejection Date.
3. The Debtors are hereby granted additional time to market the Leases beyond the March 31, 2009 Automatic Rejection Date as established in the Bidding and Rejection Procedures Order of February 19, 2009; provided however, that such time period shall be limited by Bankruptcy Code section 365(d)(4) and this Court's Order Under Bankruptcy Code Section 365(d)(4) Extending Time Within Which Debtors May Assume or Reject Unexpired Leases of Nonresidential Real Property (D.I. 0882).
4. The Debtors are authorized to establish new bid deadlines and auction dates for the Leases. The Debtors shall file a notice of such new dates and times with the Court, post such notice at [www.kccllc.net/circuitcity.com](http://www.kccllc.net/circuitcity.com), and serve such notice on

the associated landlords, subtenants, parties who have expressed an interest in the Leases during the prior three (3) months, and those parties entitled to notice under Case Management Order. Additionally, the Debtors may utilize any omnibus hearing for purposes of holding a Sale Hearing; provided, however, that

5. Unless expressly stated to the contrary herein, all other provisions of the Bidding and Rejection Procedures Order, including, but not limited to, (1) the Sale and Auction procedures, (2) the Debtors' right to reject the Leases and abandon property on the Lease premises, on seven days' written notice, remain in full force and effect with respect to the Leases; (3) and landlords' rights to receive information and object to the assumption, assignment, and sale of their Leases.

6. The requirement under Local Rule 9013-1(G) of the Local Rules for the United States Bankruptcy Court for the Eastern District of Virginia to file a memorandum of law in connection with the Motion is hereby waived.

7. This Court will retain jurisdiction with respect to any dispute concerning the relief granted hereunder.

Dated: Richmond, Virginia  
Mar 30 2009, 2009

/s/ Kevin Huennekens  
UNITED STATES BANKRUPTCY JUDGE

Entered on Docket: 3/30/09

WE ASK FOR THIS:

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- and -

/s/ Douglas M. Foley  
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Counsel to the Debtors  
and Debtors in Possession

**CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)**

Pursuant to Local Bankruptcy Rule 9022-1(C), I  
hereby certify that the foregoing order has been  
endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley

Exhibit A  
(List of Leases)

Exhibit A

<b>Store No.</b>	<b>Location Name</b>	<b>Landlord Name/Subtenant</b>
0232	San Mateo Superstore	Concar Enterprises, Inc.
0567	Ardmore Distribution Center	Ardmore Development Authority
0805	Chesterfield Superstore	Sea Properties I, LLC
3125	Bloomington Superstore	Simon Property Group (II) LP
3140	St. Cloud Superstore	St. Cloud Associates
3364	Fullerton Superstore	Orangefair Marketplace, LLC
6116 (Sublease)	San Mateo Superstore	TJ Maxx
6410 (Sublease)	St. Cloud Superstore	TVI Inc. (d/b/a Savers)
6411 (Sublease)	St. Cloud Superstore	Consolidated Stores Corporation (d/b/a Big Lots)
6484 (Sublease)	Bloomington Superstore	Dollar Tree Stores, Inc.
9103	Circuit City Corporate HQ (Dr3)	Inland western Richmond Mayland, LLC



Imaged Certificate of Service Page 9 of 9  
**CERTIFICATE OF NOTICE**

District/off: 0422-7  
Case: 08-35653

User: jafarbayj  
Form ID: pdforder

Page 1 of 1  
Total Served: 1

Date Rcvd: Mar 30, 2009

The following entities were served by first class mail on Apr 01, 2009.  
aty +Gregg M. Galardi, Skadden Arps Slate Meagher, & Flom LLP, One Rodney Sq., PO Box 636,  
Wilmington, DE 19899-0636

The following entities were served by electronic transmission.  
NONE.

TOTAL: 0

\*\*\*\*\* BYPASSED RECIPIENTS \*\*\*\*\*

NONE.

TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.  
USPS regulations require that automation-compatible mail display the correct ZIP.

**I, Joseph Speetjens, declare under the penalty of perjury that I have served the attached document on the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.**

**Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.**

Date: Apr 01, 2009

Signature:

